

Bylaws of the  
Hamline Midway Coalition (HMC)  
as last amended by the HMC Board of Directors on October 25, 2022

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## GLOSSARY OF TERMS

<b>Term</b>	<b>Definition</b>
BD	Board of Director
Business(es)	owners and employees of for-profit and nonprofit business organizations
Coalition	Hamline Midway Coalition
Community Member	anyone age 16 or older who lives or works in District 11 (the Midway), including residents, students, for-profit and non-profit business organizations (“businesses”), educational institutions, and religious institutions
ED	Executive Director
HMC	Hamline Midway Coalition
Midway	Lexington Avenue on the east, Transfer Road on the west, University Avenue on the south, and the BNSF railroad just north of Pierce Butler Route on the north

## ARTICLE I: NAME & PURPOSE

### Section 1. Name.

The name of this corporation shall be the Hamline Midway Coalition (HMC).

### Section 2. Area.

HMC serves as the St. Paul City Planning District 11 Planning Council. District 11 is designated by the City of Saint Paul as: Lexington Avenue on the east, Transfer Road on the west, University Avenue on the south, and the BNSF railroad just north of Pierce Butler Route on the north (also known as the “Midway”). District 11 is located in the City of Saint Paul, Ramsey County, Minnesota. HMC is a neighborhood organization under Minnesota Statutes, Section 317A.435, subd. 4, representing District 11 and serving as the District 11 Planning Council.

### Section 3. Mission.

HMC is an action-oriented, neighborhood-based organization that develops and supports initiatives in community building, transportation, food security, placemaking and public space improvement, economic vitality, environmental justice and sustainability, and neighborhood identity.

### Section 4. Vision.

The purpose of HMC is to create opportunities for residents within our district boundaries to know what is happening in our neighborhood and work with one another and city government to improve quality of life in our neighborhood. Specifically, HMC:

- Provides advisory recommendations to the city on the physical, economic, environmental, and social development in our community,
- Identifies neighborhood needs and initiates community programs and projects,
- Serves as a neighborhood source of information about city programs, policies and issues,
- Develops the neighborhood plan, and
- Works with other District Councils to collaborate on citywide issues.

### Section 5. Values.

HMC expressly endorses an inclusive anti-discrimination policy. HMC shall not discriminate in any manner on account of the race, ethnicity, color, creed, religion, national origin, gender, gender expression, marital status, status with regard to public assistance, disability, sexual orientation, familial status, military status, or age of any person in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. HMC is committed to providing an inclusive and welcoming environment for all members of its staff, clients, volunteers, subcontractors, vendors, and clients.

HMC also recognizes that to achieve justice, we must do more than reject discrimination, but must actively work to address the ways that inequality is reinforced through organizational policies, through systemic contexts in which this organization works. Therefore, HMC also

explicitly defines as a core value and governing principle to be anti-racist,\* and engaged in rigorous critical examination and organizational change to dismantle various systems of oppression (ability, gender, class, sexuality).

\* "Anti-racism is the active, on-going process of dismantling systems of racial inequity and creating new systems of racial equity. Anti-racism demands that this work be done at the individual, organizational/ institutional, and cultural levels in order to effectively address systemic racism. Anti-racism is an approach, not an end-point, and thus provides a useful frame for an organizational change process." 2019. CommunityWise Resource Centre. [Deeper Anti-Racist Organizational Change: More Tools & Resources](#). Mohkinstsis, Treaty 7 Territory |Calgary, Alberta.

## ARTICLE II: COMMUNITY MEMBERSHIP

### Section 1. Eligibility.

Anyone age 16 or older who lives or works in District 11 (the Midway), including residents, students, owners and employees of for-profit and nonprofit business organizations ("businesses"), educational institutions, and religious institutions, or anyone with a committed interest in the neighborhood community (with board permission), are considered to be Community Members. All Community Members have a voice in the governance of the Coalition. Directly, Community Members have voting rights at the Annual Meeting and for the election of the Board of Directors. Community Members are also invited to attend and engage at all public meetings of the Coalition's Board and Committees, where they can participate fully (although they will not have a formal vote in the business of such meetings).

### Section 2. Voting Rights.

Each eligible Community Member shall have one vote for the purpose of electing the Board of Directors.

### Section 3. Interest in Property.

The membership of the HMC shall not have any right, title, or interest in the real or personal property of the HMC.

### Section 4. Membership List.

HMC is a neighborhood organization as defined in Minnesota Statutes 317A.435 subdivision 4(c) and is governed by Minnesota Statutes 317A.439 subdivision 6, which exempts neighborhood organizations from a membership list requirement.

## ARTICLE III: BOARD OF DIRECTORS

### Section 1. Eligibility & Recruitment.

Anyone who is a Community Member under Article II Section 1 of these bylaws is also eligible to be elected as a Director. In recruiting Community Members to run for the Board of Directors, HMC will seek candidates with a wide range of perspectives and characteristics who, to the degree possible, reflect the demographic diversity of the Midway in order for the HMC to achieve its organizational goals and strategic vision.

Efforts shall be made to recruit Board candidates who fit key criteria including (but not limited to) race, ethnicity, age, gender, housing occupancy (referencing data in the [Minnesota Compass](#), for example). In addition, diversity with regards to functional status will be sought out, such as faculty, students, or representatives of businesses, community groups, nonprofits, schools, or faith-based organizations located in the Midway.

On an annual basis, HMC staff will conduct an analysis of how well the diversity of the Board of Directors aligns with demographic and functional diversity of the Midway and share results with the board. The analysis will guide board recruitment efforts for the coming year.

### Section 2. Composition.

The Board of Directors of the HMC shall consist of at least 11 and at most 15 Directors. Nine Directors will be elected according to Section 5. The Board of Directors can appoint up to four Directors and two emerging leader Directors, both discussed in Section 6.

### Section 3. Term of Service.

Any Director elected under Section 5 or appointed under Section 6 will serve a two-year term. Any Director appointed under Section 8 will serve the remainder of the vacated seat's term. There will be a term limit of three consecutive terms.

### Section 4. Election Procedure.

The procedure for electing Directors is noted in Section 5, and the election will be conducted by the Secretary, who will also act as election judge. In any given year, there will be at least three seats up for election.

### Section 5. Election of Directors.

Each year, at least three seats on the board will be voted on in a neighborhood-wide election. Any vacant seats will be filled by election at the Annual Meeting or by appointment of the Board of Directors.

### Section 6. Appointed Directors & Emerging Leader Delegates.

The elected Board of Directors may choose to appoint up to four additional Directors. These appointed directors are not required to attend meetings and are not counted in quorum, but attend meetings when they are able. A candidate for an appointed seat will be recommended for appointment by a sitting board member or by a particular organization, institution, or group that

is asked to have a seat on the board. Appointments must be made by a super majority (60%) vote of the entire sitting Board of Directors (NOT simply those present at the meeting where the matter is at hand).

The Board of Directors can appoint up to two Emerging Leader delegates from eligible applicants at the Annual Meeting or when suitable candidates are identified. The Board and staff seek applicants for these positions from high school or college students or other individuals seeking leadership development. The HMC staff screen applicants to determine whether they meet the requirements in Section 1. Each Emerging Leader delegate serves for one year or until the next Annual Meeting and may be considered for appointment in successive years. Similar to appointed directors, Emerging Leader delegates are not required to attend meetings and are not counted in quorum, but attend meetings when they are able.

#### Section 7. Vacancies.

Any vacant elected seat may be filled by appointment by a super majority (60%) vote of the Board of Directors. An appointment to a vacant seat must be made by a super majority (60%) vote of the entire sitting Board of Directors (NOT simply those present at the meeting where the matter is at hand).

#### Section 8. Conflict of Interest when Voting.

HMC recognizes the complexity of "conflict of interest," considering all members of the Board of Directors have varied interests in the work of HMC. However, HMC takes pains to distinguish where such interest could, and should, preclude a Director from voting on a given issue - for instance, any motion tied to disbursement of funds or selection for a grant. These voting policies will be supplemented by an additional Conflict of Interest Policy, [to be] [linked here](#).

#### Section 9. Departures, Resignations, and Removals.

Any BD may resign at any time by giving notice to the Executive Director. Any elected BD who no longer qualifies as a Community Member according to Section 1 of these bylaws is automatically and immediately removed from the Board. The Board of Directors may remove any BD whose behavior is deemed detrimental (e.g. disruptive behavior at meetings, excessive absences, violations of a Code of Conduct, etc.) by a unanimous vote of all Directors except that Director whose removal is at issue, abstentions notwithstanding. The HMC Executive Director must have a conversation with any BD who has missed three consecutive board meetings (or three in a six-month time period) to discuss the BD's continued service on the board or resignation if the Director is unable to fulfill their role. Any departing BD may have an exit interview with the HMC Executive Director.

#### Section 10. Fundraising

Each Board of Director shares in our responsibility to support and develop sustainable fundraising for HMC.

## ARTICLE IV: MEETINGS OF THE MEMBERSHIP

### Section 1. Annual Meeting.

HMC may hold an Annual Meeting each year at a date, time, and place to be determined by the Board. The agenda of the Annual Meeting may include: 1) the election of Directors; 2) an opportunity for reports (e.g. from the Treasurer, from active committees, etc.); 3) other business as determined by the Board. If no annual meeting is to be held, Directors will be elected through another process communicated to the membership.

### Section 2. Notice.

HMC is governed by Minnesota Statute 317A.435 subdivision 4 which provides that “notice of the date, time, and place of the [annual] meeting....must be given in a manner designed to notify all members with voting rights to the extent practical.”

## ARTICLE V: MEETINGS OF THE BOARD OF DIRECTORS

### Section 1. Regular Meetings.

Regular meetings of the Board will be held at a time and place determined by the Board of Directors. Notice of a meeting will be given in person, by phone, or via email to Directors at least two days in advance. The Board of Directors may elect to cancel meetings if no pressing business is likely to arise. Regular meetings will be open to the public. However, the board may close a meeting or a portion of a meeting where personnel and/or contract issues and/or other internal business where privacy is called for are to be discussed.

### Section 2. Special Meetings.

Special meetings of the Board may be called as needed by the HMC President or Executive Director. Notice of such meetings, stating the purpose, time, date, and location must be given to Directors in person, by phone, or via e-mail at least two days in advance of the meeting. Business at the meeting must be confined to the subject(s) stated in the notice, unless all Directors are present and consent to the transaction of other business.

### Section 3. Email Meetings.

Meetings held via email may be called at any time by the HMC Board President or Executive Director. Electronic meetings must be limited to action items that are time sensitive and must include clear instructions for voting and a clear deadline (date and time) for response. A majority of Directors must respond by the deadline in order to establish quorum.

### Section 4. Meeting Intention.

We will have a statement of meeting intention in the agenda, managed by the Executive Director or any member of the executive committee.



### Section 5. Rules of Order and Setting the Agenda.

The HMC Board defines its procedural rules for meetings to enable open, public discussion while also ensuring effective action on the Coalition's business. Like many organizations, we will use as a foundation a reliable set of rules for parliamentary procedures; [Sturgis](#) provides a set of guidelines which can govern the operation of meetings, while also explicitly asserting the need for flexible, common-sense protocols to empower all participants in discussion and deliberation. The President of the Board, or whomever is duly designated to convene and preside over the meeting, will per [Sturgis](#) be authorized to interpret and adapt procedure to achieve that balance between discussion and action.

We will also employ the [consent agenda](#) as a tool used to streamline meeting procedures by collecting routine, non-controversial items (for example, the approval of minutes and the setting of a meeting's agenda) into a group, whereby all are passed with a single motion.

In issues that seem contentious, a prevote 1-5 assessment can be called to allow the attending members to evaluate where people stand. Some issues - voting electronically.

All meeting attendees can contribute to and participate fully in discussions or debate on any issue, but only board members can officially vote on action for the Coalition.

### Section 6. Quorum.

At least five seated BDs must be present in order to establish a quorum for the transaction of business. Once a quorum has been established, Directors may continue to transact business until adjournment, even if the departure of one or more Directors leaves less than the number of Directors needed for quorum. Any act of a majority of Directors present at a meeting where quorum has been established is an act of the Board.

### Section 7. Voting Method.

HMC's voting method is yes/no/abstain - an issue passes with a simple majority. However, if it is useful to ensure broader representation on the issue, a majority of the board members present could determine that an electronic vote is justified.

## ARTICLE VI: OFFICERS

### Section 1. Types and Selection.

HMC will have four officers: President, Vice-President, Secretary, and Treasurer. All officers will be chosen by the Board of Directors at a regular board meeting following the Annual Meeting or annual board member election. Any vacancy will be filled at the next regularly scheduled board meeting. Any of the officers could delegate to another officer their position's responsibility in a particular meeting or for specific needs/issues. Officers will work collaboratively, rather than hierarchically.

### Section 2. Terms of Service.

The term of each office will be one year. No board member will hold any one office for more than six consecutive one-year terms.

### Section 3. Duties of the President.

The President will preside over Annual Meetings and meetings of the Board of Directors and will serve as the primary signatory of the HMC on official correspondence, contracts, and other official documents, except when authority to sign is lawfully required by or officially delegated to another officer or agent. Other duties may be assigned to the President by the Board of Directors.

### Section 4. Duties of the Vice-President.

In the absence of the President, the Vice-President assumes the duties of the President. The Vice President is also responsible for Board member development and recruitment. Other duties may be assigned to the Vice-President by the Board of Directors.

### Section 5. Duties of the Secretary.

The Secretary is responsible for ensuring the accuracy and completeness of HMC's official records and for conducting the Board member election. Unless otherwise assigned, the Secretary will record the minutes of meetings of the Board of Directors and keep other records as required by the Board. Other duties may be assigned to the Secretary by the Board of Directors.

### Section 6. Duties of the Treasurer.

The Treasurer is principally responsible for overseeing the financial activities of HMC and ensuring the accuracy and completeness of HMC's financial records. The Treasurer will also serve as an official signatory on checks and other financial documents. Other duties may be assigned to the Treasurer by the Board of Directors.

## ARTICLE VII: COMMITTEES

### Section 1. Establishment and Dissolution.

Each member of the Board of Directors shall be an active member of at least one committee, which may include a temporary committee not listed below that is relevant at the time. We encourage, even expect, BDs to serve on committees, and welcome committee members to serve on the Board. However, to avoid conflicts of interest, as committee decisions often have to go for a formal vote to the Board of Directors, no BD should serve as chair of a standing committee, nor should a chair of a standing committee serve formally as a BD.

With the exception of the Executive Committee, the Board of Directors may establish or dissolve committees as needed through a resolution adopted by simple majority of the Board. Each such committee shall have the duties given to it by the Board and shall be subject to the direction of

the Board. At the time of creation, the Board shall adopt a document governing the committee that addresses issues such as purpose, membership, meetings, and leadership.

HMC will seek candidates with a wide range of perspectives and characteristics who, to the degree possible, reflect the demographic diversity of the Midway in order for the HMC to achieve its organizational goals and strategic vision.

#### Section 2. Committee Membership.

Any Community Member may apply to become a committee member, at any time through the year, if there is a seat available. After attending at least one committee meeting, community members may confirm interest in joining the committee with staff or committee members and apply through the website form or may be nominated (which would trigger a conversation about potential interest to serve with Committee chair, member, or HMC staff). No application is necessary after nomination. Standing committees other than Executive should typically have a maximum of 11 members. The board may approve a larger number of committee members, but that increase must be re-approved annually.

#### Section 3. Committee Voting Method.

Unless otherwise determined by the committee, HMC follows the described in [Article V Section 7](#), Voting Method.

#### Section 4. Executive Committee.

The Executive Committee is a standing committee and is composed of all four officers. The Executive Committee sets the agenda for the Board of Directors meetings, addresses personnel issues, and completes other duties that may be assigned to it by the full Board.

#### Section 5. Transportation Committee.

The Hamline Midway Transportation Committee advocates for safe, efficient and convenient transportation options for neighborhood residents, businesses and visitors that support a sustainable, livable, and economically vital neighborhood, city and region. The Committee disseminates information to and gathers feedback from the community on transportation issues; tracks, discusses, and debates transportation-related issues; connects community members with public officials and public engagement opportunities; seeks funding for transportation-related improvements; and provides information and recommendations for action to the HMC Board of Directors.

#### Section 6. Development Committee.

The Development Committee 1) creates initiatives to build the local economy and improve infrastructure, amenities, and services in the Hamline Midway neighborhood; 2) promotes the Hamline Midway neighborhood and community development/local economy initiatives to potential developers, the City of Saint Paul, local agencies, and all other interested parties; 3) represents Hamline Midway community development/local economy interests to the City of Saint Paul's departments and agencies as needed; and 4) works with HMC staff to review land use applications – for licenses, variances, conditional use permits, re-zonings, etc. – and makes recommendations for action regarding such requests to the HMC Board of Directors or directly to the appropriate city body, as appropriate. Insofar that the development committee

is making decisions about City policies or specific City-approved projects, the committee recommends to the board and the board formally votes and represents the Midway's recommendations.

#### Section 7. Environment Committee.

The Environment Committee works on a range of city and community initiatives. The committee reviews and comments on municipal policies such as for community solar, greywater use, trash collection and recycling, pesticides and herbicides, and air permits. The Environment Committee also organizes volunteers for hands-on projects related to urban forestry, pollinator habitat, watershed stewardship, waste reduction, and other areas of interest. The number of Environment Committee members is not limited, as the committee makes decisions by consensus.

## ARTICLE VIII: INDEMNIFICATION

#### Section 1. Persons Covered.

To the full extent permitted by any applicable law, HMC shall indemnify any person made or threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding, by reason of the fact that the person is or was a director, officer, committee member, agent, employee, or formal representative of HMC.

#### Section 2. Limits.

Persons named in Section II shall be indemnified by the HMC against all reasonable expenses, including attorney's fees and disbursements, judgments, penalties, fines, and amounts paid in settlement, so long as the person: acted in good faith; received no improper personal benefit, and any applicable state statute regarding conflict of interest has been satisfied; in the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and in the case of acts or omissions, reasonably believed that the conduct was in the best interest of the HMC or was not opposed to the best interest of the HMC.

#### Section 3. Scope and Ancillary Recovery.

Indemnification provided by the HMC under this Article shall continue even if person has ceased to be director, officer, committee member, agent, employee, or formal representative of HMC; and shall inure to the benefit of the person and their heirs, executors, and administrators, with respect to the activities of the person during the period when he or she acted as a director, officer, agent, employee, or formal representative of the HMC.

#### Section 4. Insurance.

This HMC may, to the full extent permitted by applicable law, effect, purchase, and maintain insurance on behalf of any person who is covered under Section 1, against any liability asserted against such person and incurred by such person in such capacity.

Section 5. Conflict of Interest.

HMC shall not enter into contracts or transactions between the Coalition or a related corporation and a director of the Coalition or between the Coalition and an organization in which a director of the Coalition is a director, officer, or legal representative, or has a material financial interest, except in accord with the provisions of Minnesota Statutes, Section [317A.255](#), as now enacted or hereafter amended.

Section 6. Standard of Conduct.

Each Director and committee member shall discharge her or his duties as director or officer in good faith, in a manner which the individual reasonable believes to be in the best interest of the HMC, and with the care an ordinary, prudent person in a like position would exercise under similar circumstances and in accordance with standards set out in Minnesota Statutes, Section [317A.251](#) and [317A.361](#) (as the case may be), as now enacted or hereafter amended. Directors do not formally speak as representatives of or for HMC (in particular on social media) unless designated to do so by the Board of Directors.

## ARTICLE IX: AMENDMENTS

Section 1. Procedure for Amendment.

The Board may amend these bylaws at any regular meeting provided that the notice requirement outlined below in Section 2 has been fulfilled. A vote to amend the bylaws requires a majority vote of all Directors, not simply a majority of an established quorum.

Section 2. Notice of Amendment.

This HMC is governed by Minnesota Statutes 317A.435 subdivision 4 which provides that “notice of meeting...at which articles or bylaws are proposed to be amended must be given...at least 10 but not more than 30 days before a meeting....in a manner designed to notify all members with voting rights to the extent practical.”